### BEFORE THE FEDERAL COMMUNICATIONS COMMISSION Washington, DC 20554

|  | ) |              |  |
|--|---|--------------|--|
| In the Matter of the Application of            | ) |              |  |
|  | ) |              |  |
| Fibertech Holdings Corp., Transferor           | ) |              |  |
| Fiber Technologies Networks, L.L.C.,           | ) |              |  |
| Licensee                                       | ) |              |  |
|  | ) |              |  |
| and  | ) | WC Docket No |  |
|  | ) |              |  |
| Sidera Networks, Inc., Transferee              | ) |              |  |
|  | ) |              |  |
| For Grant of Authority Pursuant to             | ) |              |  |
| Section 214 of the Communications Act of 1934, | ) |              |  |
| as amended, and Section 63.04 of the           | ) |              |  |
| Commission's Rules to Complete a               | ) |              |  |
| Transfer of Control of an Authorized           | ) |              |  |
| Domestic Section 214 Carrier                   | ) |              |  |
|  | ) |              |  |

### **APPLICATION**

### I. <u>INTRODUCTION</u>

### A. Summary of Transaction

Pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214 (the "Communications Act"), and Sections 63.03 and 63.04 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.04, Fibertech Holdings Corp. ("Fibertech Holdings" or "Transferor") and Sidera Networks, Inc. ("Sidera" or "Transferee"), hereby respectfully request Commission approval to consummate a Transaction (the "Transaction") whereby Sidera will acquire ultimate control of Fiber Technologies Networks, L.L.C. ("Fibertech" or "Licensee" and collectively with Transferee and Transferor, the "Applicants"). Consummation of the Transaction proposed herein will serve the public interest.

Fibertech is a competitive carrier that holds Domestic 214 authority from the

Commission to provide interstate telecommunications services. The proposed Transaction will result only in a change in the ultimate equity ownership of Fibertech – no assignment of licenses, assets or customers will occur as a consequence of the proposed Transaction. Fibertech will continue to provide service to its existing customers under the same rates, terms and conditions. Accordingly, this Transaction will be, for all practical purposes, transparent to the customers of Fibertech. The Transaction also will not adversely affect competition for the provision of telecommunications in the jurisdictions currently served by Fibertech because the customers served by Fibertech have, and following consummation of the Transaction will continue to have, access to competitive alternatives.

### B. Request for Streamlined Processing

Application respectfully request streamlined treatment of the captioned application (the "Application") pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because immediately following the Transaction: (1) Transferee and its affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates"), combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) although they do not currently provide local exchange telephone services, to the extent that they may do so Transferee and its Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the Transaction); and (3) none of the Applicants or their Affiliates is dominant with respect to any service.

Fibertech provides solely domestic interstate telecommunications service pursuant to the blanket authorization granted under Section 63.01 of the Commission's rules. 47 C.F.R. § 63.01. Fibertech does not hold any international Section 214 authorization or any radio licenses.

### II. <u>DESCRIPTION OF THE APPLICANTS</u>

### A. Fibertech Holdings Corp. and Fiber Technologies Networks, L.L.C.

Fibertech, a New York limited liability company, is a wholly-owned direct subsidiary of Fibertech Networks, LLC, which is in turn a wholly-owned direct subsidiary of Fibertech Holdings, a Delaware corporation. Fibertech Holdings, through its various operating subsidiaries, has constructed and operates high-capacity metro area networks, including fiber rings, to meet the communications and broadband needs of telecommunications carriers, business entities, and educational, governmental, and health-care institutions. Fibertech Holdings and its operating subsidiaries, including Fibertech, have their principal offices located at 300 Meridian Centre, Rochester, New York 14618.

### B. Sidera Networks, Inc.

Sidera and SNI Merger Sub Inc. ("SNI Merger Sub") are both Delaware corporations. SNI Merger Sub Inc. was created in order to consummate the proposed Transaction. Sidera is an indirect, wholly owned subsidiary of LTS Group Holdings LLC ("LTS Holdings"), a Delaware limited liability company. LTS Holdings, through its operating subsidiaries Lightower Fiber Networks I, LLC ("LFN-I"), and Lightower Fiber Networks II, LLC ("LFN-II") (together, the "LT Operating Companies"), provides Ethernet, SONET, wavelengths, private network services, Internet access, dark fiber and collocation services to carrier, government and enterprise customers. The principal office of LTS Holdings, Sidera, and the LT Operating Companies is located at 80 Central Street, Boxborough, MA 01719. The current ownership structure of LTS Holdings, Sidera, SNI Merger Sub, and the LT Operating Companies is included in the charts provided in Exhibit A.

No individual or entity owns a majority of the equity of LTS Holdings. Berkshire Partners LLC ("Berkshire"), through certain investment funds ultimately controlled by

Berkshire's managing directors, controls a majority of the voting interests in LTS Holdings. Upon consummation of the Transaction, Berkshire, through certain investment funds ultimately controlled by Berkshire's managing directors, will hold in the aggregate 43.4 percent of the direct or indirect equity interests in LTS Holdings, and through these equity interests and certain proxy rights, a total of 68.8 percent of the voting interest in LTS Holdings. Berkshire, a Boston-based investment firm, has invested in over 110 companies since 1986 through eight investment funds. In doing so, Berkshire has developed specific industry experience in several areas, including communications. Berkshire has a strong history of partnering with management teams to grow the companies in which it invests. The principal office of Berkshire is located at 200 Clarendon Street, 35<sup>th</sup> Floor, Boston, Massachusetts 02116.

In addition, upon consummation of the Transaction the following entities also will own 10 percent or more of LTS Holdings:

<u>HarbourVest</u>: Certain investment funds and entities affiliated with HarbourVest Partners, LLC ("HarbourVest") collectively will own or control approximately 12.6 percent of the direct or indirect ownership interests of LTS Holdings, including 10 percent in direct interests and a 1.7 percent interest held through an investment in Pamlico Capital II, L.P. (described below).<sup>2</sup> HarbourVest is a private equity firm led by an investment team that has been investing in the private markets for 30 years.

<u>Pamlico:</u> Pamlico Capital II, L.P. will hold approximately 8.4 percent of the direct ownership interests of LTS Holdings. Pamlico Capital Management L.P., a non-member proxy holder, will control an additional 10.3 percent of the direct voting interests of LTS Holdings. Pamlico Capital II, L.P. and Pamlico Capital Management L.P. are controlled by their general partner, Pamlico Capital GP II, LLC (collectively, "Pamlico"). Pamlico, a Charlotte, North Carolina-based private equity firm, invests in growing middle market companies in the U.S. Pamlico works with proven management teams in its target industries, which include communications, business and technology services and healthcare.

<sup>&</sup>lt;sup>2</sup> The remainder of HarbourVest's interests are held through other investment funds, none of which hold a 10 percent or greater interest in LTS Holdings. The precise amount of new equity in LTS Holdings that the HarbourVest entities will receive as a result of the Transaction has not been finally determined, but the Applicants expect that upon consummation of the Transaction, HarbourVest will hold an aggregate direct and indirect interest in LTS Holdings of between 12 and 15 percent.

The business and affairs of LTS Holdings are managed by a seven-member board of managers consisting of four members designated by Berkshire,<sup>3</sup> one member designated by private equity firm ABRY Partners LLC, one member designated by Pamlico, and Robert J. Shanahan, the current Chief Executive Officer of LTS Holdings. All members of the Board of Managers of LTS Holdings are U.S. citizens.

### III. <u>DESCRIPTION OF THE TRANSACTION</u>

Fibertech Holdings and Sidera have entered into an Agreement and Plan of Merger ("Agreement") effective as of April 25, 2015, pursuant to which Sidera will acquire ownership and control of Fibertech. Specifically, pursuant to the Agreement, SNI Merger Sub will merge with and into Fibertech Holdings, with Fibertech Holdings surviving the merger as a whollyowned subsidiary of Sidera. As a result, Fibertech will become an indirect, wholly-owned subsidiary of Sidera. For the Commission's reference pre- and post-Transaction organization charts are provided as Exhibit A.

### IV. PUBLIC INTEREST STATEMENT

Applicants submit that the proposed Transaction will serve the public interest. The Transaction will bring together two successful enterprises that have demonstrated a long-standing commitment to provide best-in-class, fiber-based networking solutions to enterprise, carrier and government customers with an ever-increasing need for high-performance bandwidth. While the Transaction will result in changes in the equity ownership of Fibertech Holdings, the ultimate parent of Fibertech, it is expected to be transparent to customers of Fibertech and Sidera and will not change or affect the day-to-day operations or customer-facing activities of Fibertech or Sidera.

Fibertech and Sidera will continue to be operated by highly experienced, well-qualified

 $<sup>\</sup>frac{3}{2}$  One of these seats currently is vacant.

management, operating and technical personnel. Fibertech will also have access to the operational and managerial resources of Sidera. Such support will broaden career growth opportunities for employees, make Fibertech and Sidera more competitive and ensure both companies remain well positioned for continued growth. Post-Transaction management will be able to share best practices and draw upon the decades of combined experience of their respective management teams. Following completion of the Transaction, Fibertech and Sidera will continue to offer competitive and innovative products at the same rates and on the same terms and conditions as currently provided (subject to future changes pursuant to applicable law and contract provisions). Applicants emphasize that the Transaction is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer.

Fibertech and Sidera have distinct yet complementary networks and geographic footprints. Ultimately, by adding Fibertech, Sidera and its Affiliates will be able to expand their business and the business of Fibertech so that the combined company will become a stronger multi-state competitor able to serve more locations, across a wider area, and with more service options. The combined company will have over 30,000 fiber route miles providing access to nearly 13,000 commercial buildings, data centers, financial exchanges, content hubs, and other critical interconnection facilities and provide all-fiber access to almost 5,000 wireless towers.

The Transaction will generate substantial public interest benefits for consumers in both Sidera's existing markets and the markets it will acquire through Fibertech. The combined company will have access to greater financial resources to accelerate network expansion while maintaining a superior level of reliability and customer support. The Transaction will not have a material impact on competition. After completion of the Transaction, Fibertech's customers will continue to have access to competitive alternatives.

### V. <u>INFORMATION REQUIRED BY SECTION 63.04</u>

Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a), 47 C.F.R. § 63.04(a):

### (a)(1) Name, address and telephone number of each Applicant:

### Transferor:

Fibertech Holdings Corp. FRN: 0020152328

300 Meridian Centre Rochester, NY 14618 Tel: 866-697-5100

### Licensee:

Fiber Technologies Networks, L.L.C. FRN: 0006797849

300 Meridian Centre Rochester, NY 14618 Tel: 866-697-5100

### Transferee:

Sidera Networks, Inc. FRN: 0024583460

80 Central Street Boxborough, MA 01719

Tel: 401-965-3006

### (a)(2) Jurisdiction of Organizations:

Transferor: Fibertech Holdings is a corporation formed under the laws of

Delaware.

<u>Licensee</u>: Fibertech is a limited liability company formed under the laws of

New York.

<u>Transferee</u>: Sidera is a corporation formed under the laws of Delaware.

### (a)(3) Correspondence concerning this Application should be sent to:

### For Fibertech Holdings and Fibertech:

Paige K. Fronabarger

Wilkinson Barker Knauer, LLP 2300 N. Street, N.W., Suite 700

Washington, DC 20037 Tel: (202) 783-4141 Fax: (202) 783-5851

Email: pfronabarger@wbklaw.com

### For Sidera:

Mace Rosenstein

Yaron Dori

Michael Beder

Covington & Burling LLP

One CityCenter

850 Tenth Street, N.W.

Washington, DC 20001 Tel: (202) 662-6000

Fax: (202) 662-6291

E-mail: mrosenstein@cov.com

ydori@cov.com mbeder@cov.com

(a)(4) Ownership Information: The following entities hold, directly or indirectly, a ten percent (10%) or greater interest in Applicants:

<u>Information concerning the current ten percent (10%) or greater owners of Licensee and Transferor:</u>

(1) The following entity owns or controls ten percent (10%) or more of **Fiber Technologies Networks, L.L.C.:** 

Name: Fibertech Networks, LLC Address: 300 Meridian Centre

Rochester, NY 14618

Citizenship: U.S.

Percentage Owned: 100% (directly in Fibertech)

Principal Business: Telecommunications

Name: Fibertech Holdings Corp. Address: 300 Meridian Centre

Rochester, NY 14618

Citizenship: U.S.

Percentage Owned: 100% (indirectly in Fibertech Networks, LLC, which in turn

directly owns 100% of Fibertech)

Principal Business: Holding Company

(2) The following entities own or control ten percent (10%) or more of the equity of the Transferor, **Fibertech Holdings Corp.:** 

Name: Court Square Capital Partners II, L.P. Address: c/o Court Square Capital Partners

Park Avenue Plaza, 34th Floor

55 East 52nd Street

New York, New York 10055

Citizenship: U.S. Percentage Owned: 41.3%

Principal Business: Finance/ Investment Fund

Name: Court Square Capital Partners (Offshore) II, L.P.

Address: c/o Court Square Capital Partners

Park Avenue Plaza, 34th Floor

55 East 52nd Street

New York, New York 10055

Citizenship: Cayman Islands

Percentage Owned: 18.3%

Principal Business: Finance/ Investment Fund

Name: Court Square Capital Partners II-A, L.P.

Address: c/o Court Square Capital Partners

Park Avenue Plaza, 34th Floor

55 East 52nd Street

New York, New York 10055

Citizenship: U.S. Percentage Owned: 11.5%

Principal Business: Finance/ Investment Fund

Name: CSC Firefox Co-Investment LLC
Address: c/o Court Square Capital Partners

Park Avenue Plaza, 34th Floor

55 East 52nd Street

New York, New York 10055

Citizenship: U.S. Percentage Owned: 20.5%

Principal Business: Finance/ Investment Fund

Name: Court Square Capital GP, LLC
Address: c/o Court Square Capital Partners

Park Avenue Plaza, 34th Floor

55 East 52nd Street

New York, New York 10055

Citizenship: U.S.

Percentage Owned: 92.3% (Voting only, as sole general partner of Court Square

investment funds including those described above)

Principal Business: General Partner/ Investment Manager

<u>Information concerning the ten percent (10%) or greater shareholders of Transferee upon</u> consummation of the Transaction:

(1) The following entities own or control ten percent (10%) or more of **Sidera Networks, Inc.:** 

Name: Yankee Metro Parent, Inc. ("Yankee-Parent")

Address: 80 Central Street

Boxborough, MA 01719

Citizenship: U.S. (Delaware)
Principal Business: Holding Company

% Interest: 100% (direct owner of Sidera)

Name: LTS Buyer LLC ("LTS Buyer")

Address: 80 Central Street

Boxborough, MA 01719

Citizenship: U.S. (Delaware)
Principal Business: Holding Company

% Interest: 100% (indirectly in Sidera as 100% owner of

Yankee-Parent)

Name: LTS Intermediate Holdings C LLC ("Holdings-C")

Address: 80 Central Street

Boxborough, MA 01719

Citizenship: U.S. (Delaware)
Principal Business: Holding Company

% Interest: 100% (indirectly in Sidera as 100% owner of

LTS Buyer)

Name: LTS Intermediate Holdings B LLC ("Holdings-B")

Address: 80 Central Street

Boxborough, MA 01719

Citizenship: U.S. (Delaware)
Principal Business: Holding Company

% Interest: 100% (indirectly in Sidera as 100% owner of

Holdings-C)

Name: LTS Intermediate Holdings A LLC ("Holdings-A")

Address: 80 Central Street

Boxborough, MA 01719

Citizenship: U.S. (Delaware)
Principal Business: Holding Company

% Interest: 100% (indirectly in Sidera as 100% owner of

Holdings-B)

Name: LTS Group Holdings LLC

Address: 80 Central Street

Boxborough, MA 01719

Citizenship: U.S. (Delaware)

Percentage Held: 100% (indirectly in Sidera as 100% owner of Holdings-A)

Principal Business: Holding Company

(2) The following entities will, upon consummation, directly or indirectly own or control ten percent (10%) or more of the equity and/or voting interests of LTS Group Holdings LLC:

Name: Berkshire Partners LLC

Address: 200 Clarendon Street, 35<sup>th</sup> Floor

Boston, MA 02116

Citizenship: U.S. (Delaware)

Percentage Held: 43.4% (equity); 68.8% (voting)

(indirectly via funds and general partners shown in the charts

provided as Exhibit A, each of which is a U.S. entity)

Principal Business: Investment Company

Berkshire Partners LLC manages the funds shown in the charts provided as Exhibit A, each of which is ultimately controlled by Berkshire's Managing Directors, acting by a majority in voting interest. All the Managing Directors of Berkshire are U.S. citizens. The principal business of all the Berkshire entities is private equity, and all are located at 200 Clarendon Street, 35th Floor, Boston, MA 02116.

Name: HarbourVest Partners, LLC
Address: One Financial Center, 44th Floor

Boston, MA 02111

Citizenship: U.S. (Delaware)

Percentage Held: 12.6%

(indirectly via the funds, general partners and managing members shown in the charts provided as Exhibit A, each of

which is a U.S. entity)

Principal Business: Investment Company

A majority of the ownership of HarbourVest Partners, LLC, the ultimate controlling entity of the HarbourVest funds, is held by 25 individuals (19 managing directors and six senior advisors), all but four of whom are U.S.

### citizens.4

Name: Pamlico Capital GP II, LLC Address: 150 N. College Street, Suite 2400

Charlotte, NC 28202

Citizenship: U.S. (Delaware)

Percentage Held: 8.4% (equity and voting) (indirectly via Pamlico Capital II,

L.P.)

10.3% (voting only) (indirectly via Pamlico Capital

Management L.P.)

Principal Business: Investment Company

Pamlico Capital GP II, LLC is controlled by a Board of Managers consisting of three Managing Partners, all of whom are U.S. citizens. Each Pamlico entities and the three Managers all are located at 150 N. College Street, Suite 2400, Charlotte, NC 28202.

Other than the foregoing, following the Transaction, no other person or entity will directly or indirectly own or control ten percent (10%) or more of the equity of Fibertech.

- (a)(5) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a. See also 47 C.F.R. §§ 1.2001-1.2003.
- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7) Fibertech is authorized to provide interstate and/or intrastate telecommunications services in Connecticut, Delaware, Indiana, Kentucky, Maryland, Massachusetts, Michigan, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, West Virginia, and Wisconsin. All of the services provided by Fibertech are competitive in nature and neither Fibertech nor any affiliated company holds a dominant position in any market.

Fibertech Holdings does not provide telecommunications services and is not affiliated with any other telecommunications carrier other than Fibertech and Fibertech Facilities Corp. Fibertech Facilities Corp holds a certificate to provide intrastate telecommunications services in New York but does not have any end user or carrier customers other than Fibertech.

LFN-II, a wholly-owned direct subsidiary of Sidera, is authorized by the FCC and state public utility commissions to provide intrastate and/or interstate telecommunications in the following states: Connecticut, Delaware, District of

<sup>&</sup>lt;sup>4</sup> Two of these individuals are Canadian citizens, one is a U.K. citizen, and one is an Indian citizen. These non-U.S. individuals will indirectly hold, in the aggregate, less than 2.4 percent of the equity interests in LTS Holdings (through their ownership of 15.6 percent of the ownership interests in HarbourVest).

<sup>&</sup>lt;sup>5</sup> LFN-II's authorization to provide telecommunications services in Connecticut shows its former name, Sidera Networks, LLC. The name change notification with supporting documentation has been submitted to the

Columbia, Illinois, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, Vermont, and Virginia. LFN-II also holds an International 214 Authorization.

LFN-I, an affiliate of Sidera also ultimately wholly owned by LTS Holdings, is authorized by the FCC and state public utility commissions to provide intrastate and/or interstate telecommunications in the following states: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire<sup>8</sup>, New Jersey, New York, Rhode Island, and Virginia.

LFN-I filed an application to provide telecommunications services in Pennsylvania with the Public Utilities Commission on April 29, 2015, which remains pending.

- (a)(8) A statement showing how the Application qualifies for streamlined processing is provided in Section I.B. above.
- (a)(9) No other applications are being filed with the Commission with respect to this Transaction.
- (a)(10) Prompt completion of the proposed Transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed Transaction as soon as possible.
- (a)(11) No separately filed waiver requests are sought in conjunction with this Application.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

<sup>6</sup> LFN-II's authorization to provide telecommunications services in Delaware shows its former name, Sidera Networks, LLC. The name change notification with supporting documentation has been submitted to the State of Delaware Public Service Commission for approval.

<sup>2</sup> LFN-II's authorization to provide telecommunications services in Illinois shows its former name, Sidera Networks, LLC. The name change notification with supporting documentation is in the process of being submitted to the Illinois Commerce Commission for approval.

<sup>8</sup> LFN-I's registration to provide telecommunications services in New Hampshire shows its former name, Light Tower Fiber Long Island LLC. The name change notification has been submitted to the New Hampshire Public Utilities Commission for approval.

State of Connecticut Public Utilities Regulatory Authority for approval.

### VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the above-described Transaction. Applicants respectfully request expedited treatment to permit Applicants to complete the Transaction as soon as possible.

Respectfully submitted,

Mace Rosenstein Yaron Dori

Michael Beder

COVINGTON & BURLING LLP

One City Center

850 Tenth Street, N.W.

Washington, DC 20001 Tel: (202) 662-6000

Fax: (202) 662-6291

E-mail: mrosenstein@cov.com

ydori@cov.com mbeder@cov.com

Counsel for Sidera

Dated: May 8, 2015

Paige K. Fronabarger

WILKINSON BARKER KNAUER, LLP 2300 N. Street, N.W., Suite 700

Washington, DC 20037 Tel: (202) 783-4141 Fax: (202) 783-5851

Email: pfronabarger@wbklaw.com

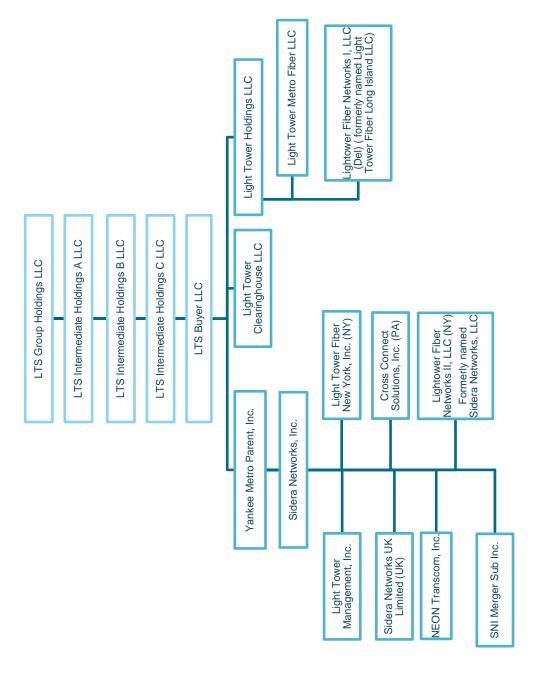
Counsel for Fibertech Holdings and

Fibertech

### Exhibit A

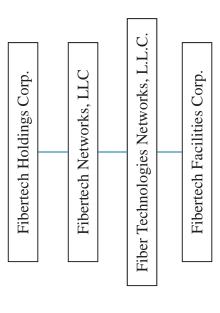
**Pre- and Post-Transaction Organization Charts** 

## LTS Group Holdings Pre-Transaction Structure

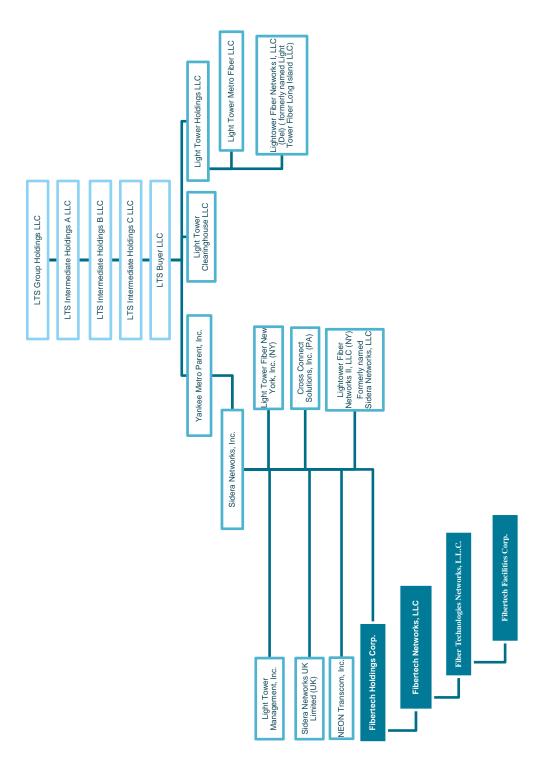


### Fibertech

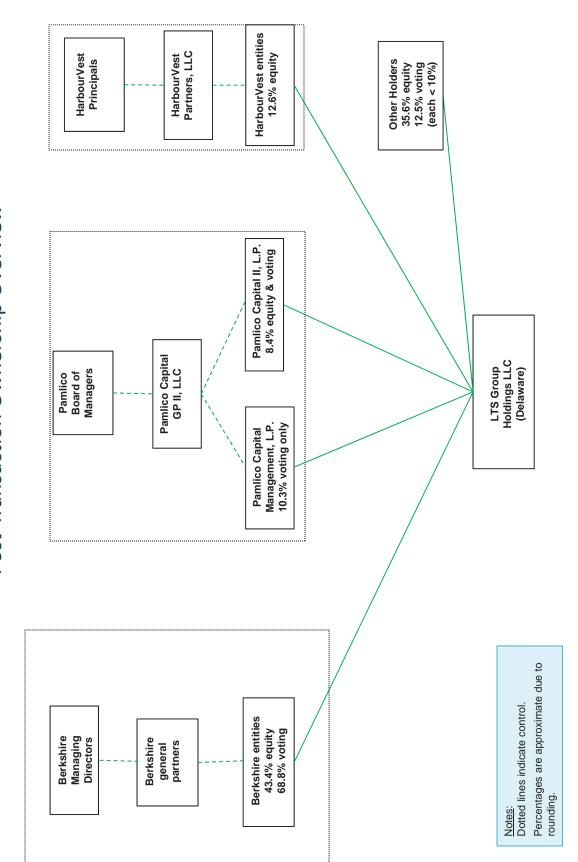
### Pre-Transaction Structure



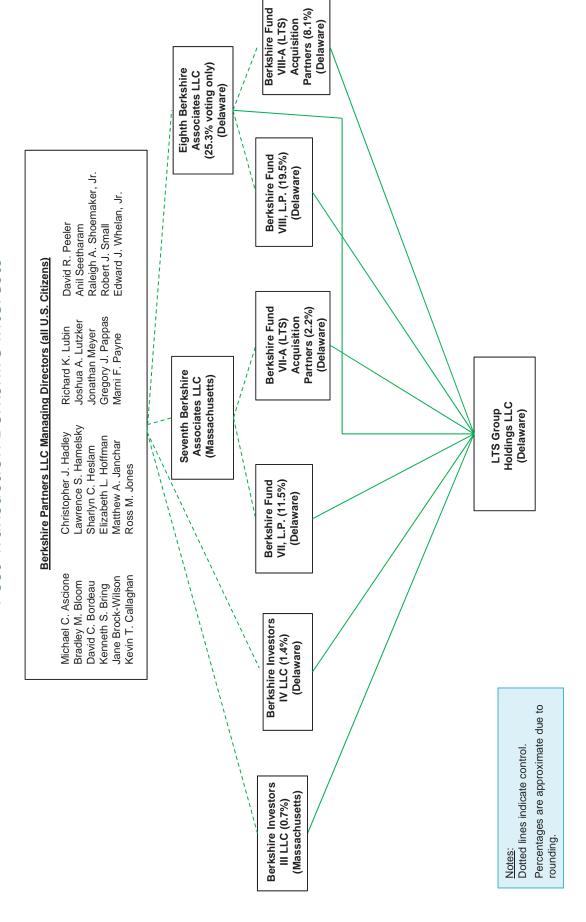
## LTS Group Holdings Post-Transaction Structure



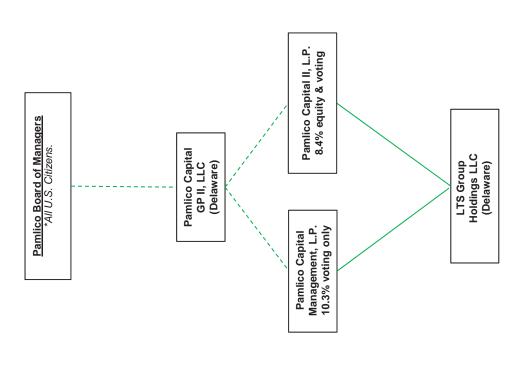
# LTS Group Holdings Post-Transaction Ownership Overview



## LTS Group Holdings Post-Transaction Berkshire Interests



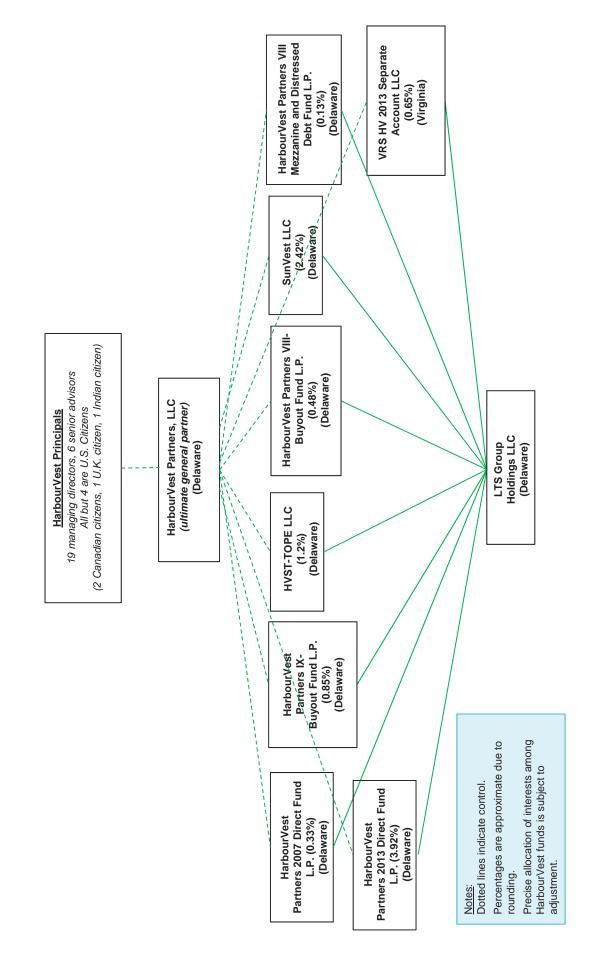
## LTS Group Holdings Post-Transaction Pamlico Interests



Notes: Dotted lines indicate control.

Percentages are approximate due to rounding.

### LTS Group Holdings HarbourVest Funds



### DECLARATION

I, Charles B. Stockdale, hereby declare that:

- (1) I am Senior Vice President and General Counsel of Fibertech Holdings Corp.;
- (2) I am authorized to make this declaration on behalf of Fibertech Holdings Corp. and Fiber Technologies Networks, L.L.C.; and
- (3) The statements in the foregoing application relating to Fibertech Holdings Corp. and Fiber Technologies Networks, L.L.C. are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this  $\frac{gh}{h}$  day of May, 2015.

Name: Charles B. Stockdale

Title: Senior Vice President and General Counsel

### **DECLARATION**

I, David L. Mayer, hereby declare that:

- (1) I am General Counsel and Executive Vice President of LTS Buyer LLC and its subsidiaries, including Sidera Networks, Inc. ("Sidera");
  - (2) I am authorized to make this declaration on behalf of Sidera; and
- (3) The statements in the foregoing application relating to Sidera are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this day of May, 2015.

Name: David L. Mayer

Title: General Counsel and Executive Vice

President